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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| In re | :: | Chapter 11 Case No. |
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| ENRON CORP., et al., | :: | 01-16034 (AJG) |
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| Debtor. | :: | Jointly Administered |
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| In re | :: | Chapter 11 Case No. |
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| ENRON WIND CORP., | :: | 02-____ (AJG) |
| | :: | |
| Debtor. | :: | |
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| In re | :: | Chapter 11 Case No. |
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| ENRON WIND SYSTEMS, INC., | :: | 02-____ (AJG) |
| | :: | |
| Debtor. | :: | |
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| In re | :: | Chapter 11 Case No. |
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| ENRON WIND ENERGY SYSTEMS CORP., | :: | 02-____ (AJG) |
| | :: | |
| Debtor. | :: | |
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| In re | :: | Chapter 11 Case No. |
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| ENRON WIND MAINTENANCE CORP., | :: | 02-_____ (AJG) |
| | :: | |
| Debtor. | :: | |
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| In re | :: | Chapter 11 Case No. |
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| ENRON WIND CONSTRUCTORS CORP., | :: | 02-_____ (AJG) |
| | :: | |
| Debtor. | :: | |
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| In re | :: | Chapter 11 Case No. |
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| EREC SUBSIDIARY I, LLC, | :: | 02-_____ (AJG) |
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| Debtor. | :: | |
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| In re | :: | Chapter 11 Case No. |
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| EREC SUBSIDIARY II, LLC, | :: | 02-_____ (AJG) |
| | :: | |
| Debtor. | :: | |
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| In re | :: | Chapter 11 Case No. |
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| EREC SUBSIDIARY III, LLC, | :: | 02-_____ (AJG) |
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| Debtor. | :: | |
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| In re | :: | Chapter 11 Case No. |
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| EREC SUBSIDIARY IV, LLC, | :: | 02-_____ (AJG) |
| | :: | |
| Debtor. | :: | |
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| In re | :: | Chapter 11 Case No. |
| | :: | |
| EREC SUBSIDIARY V, LLC, | :: | 02-_____ (AJG) |
| | :: | |
| Debtor. | :: | |
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AFFIDAVIT OF ADAM S. UMANOFF
PURSUANT TO LOCAL BANKRUPTCY RULE 1007-2

STATE OF CALIFORNIA)
) ss:
 COUNTY OF LOS ANGELES)

Adam S. Umanoff, being duly sworn, deposes and says:

1. Enron Corp. and certain of its affiliated entities (collectively, the “Enron Debtors”) commenced cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on December 2, 2001 (the “Enron Petition Date”). EREC Subsidiary I, LLC (“EREC Sub I”), EREC Subsidiary II, LLC (“EREC Sub II”), EREC Subsidiary III, LLC (“EREC Sub III”), EREC Subsidiary IV, LLC (“EREC Sub IV”), EREC Subsidiary V, LLC (“EREC Sub V”) (the “Debtor LLCs”), and Enron Wind Corp. (“EWC”), Enron Wind Systems, Inc. (“EWSI”), Enron Wind Energy Systems Corp. (“EWESC”), Enron Wind Maintenance Corp. (“EWMC”), Enron Wind Constructors Corp. (“EWCC”) (the “Debtor Corporations”, collectively, with the Debtor LLCs, the “Enron Wind Debtors” and, with the Enron Debtors, the “Debtors”) commenced cases under chapter 11 of the Bankruptcy Code on February 20, 2002 (the “Wind Petition Date”). I am the President and Chief Executive Officer of the Debtor Corporations and the President and Chief Executive Officer of Enron Renewable Energy Corp., the sole member of the Debtor LLCs. In this capacity, I am familiar with the day-to-day operations, business and financial affairs of the Enron Wind Debtors.

2. I am authorized to submit this affidavit in support of the Enron Wind Debtors' petition for relief under chapter 11 of the Bankruptcy Code.

3. A description of the nature of the Enron Wind Debtors' business and a concise statement of the circumstances leading to the commencement of the Enron Wind Debtors' and the Enron Debtors' chapter 11 cases are set forth below and in paragraphs 18-21 of this affidavit. As set forth in the Affidavit of Jeffrey McMahon, dated December 2, 2001, upon which I am relying, most recently, Dynegy, Inc. ("Dynegy") terminated a merger agreement by and among Enron Corp., Dynegy and certain related parties, dated November 9, 2001 (the "Merger Agreement"), that was a key ingredient in the success of Enron Corp.'s strategic plan to restructure and rehabilitate its financial condition. At that time, Enron Corp. was facing a liquidity crisis and faced the downgrade of its long term debt rating to below investment grade, which would have undermined one of Enron Corp.'s core businesses. The Merger Agreement was designed to assure Enron Corp.'s trading counterparties and the debt rating agencies that Enron Corp. was still an investment grade credit risk because of its prospective merger with Dynegy (the "Merger"). As Dynegy's Chairman and Chief Executive Officer, Chuck Watson, has publicly stated, the Merger was to "arrest" Enron Corp.'s faltering condition, and to convince the rating agencies not to downgrade Enron Corp.'s debt to non-investment grade or "junk" status. Subsequently, Dynegy engaged in numerous acts, including the termination of the Merger, that underlie Enron Corp.'s complaint against Dynegy filed with this Court on December 2, 2001.

4. Pursuant to its authority under section 1102 of the Bankruptcy Code, on December 12, 2001, the United States Trustee for the Southern District of New York appointed the statutory creditors' committee for the Enron Debtors' chapter 11 cases.

5. Pursuant to Fed. R. Bankr. P. 1007(d) and Local Bankruptcy Rule 1007-2, set forth on Schedule 1 hereto is a consolidated list of the names, addresses and, where available, telephone numbers of the creditors of Enron Wind Debtors holding the twenty largest unsecured claims, excluding insiders. Such list includes the amount of the claim, the nature of the claim (i.e., trade debt, bank loan, government contract, etc.) and, if appropriate, an indication of whether such claim is contingent, unliquidated, disputed or partially secured, subject, however, to certain reservations of rights stated on Schedule 1 regarding, among other things, the actual validity of any such claims.

6. Set forth on Schedule 2 hereto is a consolidated list of the names and addresses of the Enron Wind Debtors' creditors holding the five largest secured claims (exclusive of insiders). To the best of my knowledge, the Enron Wind Debtors do not have any secured creditors.

7. The Enron Wind Debtors' consolidated books and records as of December 31, 2001 reflect assets and liabilities totaling approximately as follows:

| <u>Debtor</u> | <u>Assets</u> | <u>Liabilities</u> |
|---------------------------------|---------------|--------------------|
| Enron Wind Corp. | \$292,018,954 | \$293,326,069 |
| Enron Wind Systems, Inc. | \$51,915,164 | \$105,652,075 |
| Enron Wind Energy Systems Corp. | \$65,870,235 | \$23,860,373 |
| Enron Wind Maintenance Corp. | \$254,180 | -0- |
| Enron Wind Constructors Corp. | \$35,366,291 | \$28,179,593 |
| EREC Subsidiary I, LLC | -0- | -0- |
| EREC Subsidiary II, LLC | -0- | -0- |
| EREC Subsidiary III, LLC | -0- | -0- |
| EREC Subsidiary IV, LLC | -0- | -0- |
| EREC Subsidiary V, LLC | -0- | -0- |

8. Set forth on Schedule 3 is a list of the number and classes of stock, debentures and other securities of the Enron Wind Debtors that are publicly held. To the best of my knowledge, there are no shares of stock, debentures, or other securities of the Enron Wind

Debtors publicly held. All of the Enron Wind Debtors are ultimately wholly owned by Enron Corp. EWC and the Debtor LLCs are wholly owned by Enron Renewable Energy Corp., a direct subsidiary of Smith Street Land Company, which is, in turn, a direct subsidiary of Enron Corp. EWSI is wholly owned by Enron Wind Domestic Holding Corp., a subsidiary of EWC. EWESC is wholly owned by Enron Wind Technology Corp., a wholly-owned subsidiary of EWC. EWMC and EWCC are both direct subsidiaries of EWESC.

9. Set forth on Schedule 4 is a list of the property of the Enron Wind Debtors that is in the possession of any custodian, public officer, mortgagee, pledgee, assignee of rents or secured creditor (other than bank accounts which may be subject to claims of setoff by the lenders, if any), or agent for any such entity.

10. Set forth on Schedule 5 hereto is a list of the premises owned, leased, or held under other arrangement, from which the Enron Wind Debtors operate their businesses.

11. Set forth on Schedule 6 hereto is a list of the locations of the Enron Wind Debtors' substantial assets within the territorial limits of the United States. Also set forth on Schedule 6 is a list of the locations and values of assets of the Enron Wind Debtors held outside the territorial limits of the United States

12. There are no actions or proceedings, pending or threatened, against the Enron Wind Debtors or their property where a judgment against the Enron Wind Debtors or a seizure of any of their property is imminent.

13. Set forth on Schedule 7 hereto is a list of the Enron Wind Debtors' existing senior management, their tenure with the Enron Wind Debtors, and a summary of their relevant responsibilities and experience.

14. The Enron Wind Debtors intend to continue to operate as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The estimated amount of the weekly payroll to employees of the Enron Wind Debtors for the 30 day period following the Wind Petition Date is \$2,836,460.00.

15. The amounts to be paid to the Enron Wind Debtors' officers, directors, stockholders and financial consultants for services for the thirty-day period following the commencement of this chapter 11 case is \$188,864.00.

16. Set forth on Schedule 9 hereto are the estimated consolidated cash receipts and disbursements and net cash gain or loss for the thirty-day period following the Wind Petition Date. This information is unavailable at the time of the filing of this petition and will be supplied at a later date.

17. In addition to the foregoing information, the Enron Wind Debtors anticipate filing with the Court a consolidated list containing the name and address of each of their known or potential creditors.

Nature of the Enron Wind Debtors' Businesses and Statement of
Circumstances Leading to the Debtors' Chapter 11 Filings

Nature of the Enron Wind Debtors' Businesses:

18. EWC is a manufacturer and seller of wind turbines and a developer of independent projects utilizing wind turbines. EWSI owns and operates wind power projects in the United States. EWESC develops, manufactures, and sells wind turbine generators and related equipment. EWMC provides operation and maintenance services for wind power projects. EWCC constructs wind power projects. The Debtor LLCs were formed to consolidate the assets of certain U.S. affiliates of EWC for federal tax purposes.

Circumstances Leading to the Filing:

19. On December 2, 2001, the Enron Wind Debtors' ultimate parent, Enron Corp., and a number of its subsidiaries filed petitions under chapter 11 of the Bankruptcy Code. As part of their reorganization, the Enron Debtors are seeking to sell certain non-core assets, including the Enron Wind Debtors and their businesses. This sale transaction requires the Enron Wind Debtors to seek protection under chapter 11 of the Bankruptcy Code.

20. Enron Corp., EWC, EWSI, EWESC, EWMC, and EWCC, along with certain foreign affiliates of EWC, have entered into a Purchase and Sale Agreement (the "Agreement") pursuant to which certain assets of certain subsidiaries of Enron Wind Corp. are to be sold to the General Electric Company ("Buyer"). In order to consummate the Agreement, EWC, EWSI, EWESC, EWMC, and EWCC will merge with and into the Debtor LLCs, which will subsequently convey the assets to be sold to Buyer. The Agreement is structured so as to have the sale made by entities that are disregarded under the federal income tax laws, so that all sales will be treated as made by Enron Renewable Energy Corp., a non-debtor, which will be able to net any realized gains and losses and other tax attributes.

21. The Enron Wind Debtors have commenced cases under chapter 11 because such filings are a condition precedent to the Agreement that the Debtors seek protection under chapter 11 of the Bankruptcy Code.

22. The relief afforded by chapter 11 will enable the Enron Wind Debtors to take the necessary actions to protect and enhance their businesses. Contemporaneous with the filing of this affidavit and the Enron Wind Debtors' petitions, the Enron Wind Debtors are filing motions requesting that the Enron Wind Debtors be jointly administered with the Enron Debtors and that certain orders, including the Final Order for Post-Petition Financing, in the Enron

Debtors' chapter 11 cases be made applicable to the Enron Wind Debtors. Once the Enron Wind Debtors are administered jointly with the Enron Debtors and the Enron Wind Debtors become parties to the post-petition financing, the Enron Wind Debtors will have sufficient funds available to continue their business operations.

By: /s/ Adam S. Umanoff
Name: Adam S. Umanoff
Title: President and Chief
Executive Officer

Sworn to before me on this
20th day of February, 2002

/s/ Julie A. Delahay
Notary Public

SCHEDULE 1

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following are lists of the Enron Wind Debtors' creditors holding the 20 largest unsecured claims. The list has been prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this Chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. The list also does not include holders of contingent or unliquidated claims, claims held by any of the Debtor's employees, or intercompany claims.

The claim amounts are as of February 7, 2002.

ENRON WIND CORP.

| | (1) | (2) | (3) | (4) | (5) |
|-----|---|--|---|---|--|
| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 1. | SFG-J, Inc. c/o General Electric Capital Corporation 120 Long Ridge Road Stamford, Connecticut 06927-1560 | SFG-J, Inc. c/o General Electric Capital Corporation 120 Long Ridge Road Stamford, Connecticut 06927-1560 Attention: Manager - Portfolio Operations (Domestic Energy) Tel: (203) 357-4469 Fax: (203) 357-6970 | Contract Obligation | | Approximately \$9,000,000 |
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| 20. | | | | | |

ENRON WIND SYSTEMS, INC.

| | (1) | (2) | (3) | (4) | (5) |
|----|--|--|---|---|--|
| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 1. | Truck Crane Service 2875 Highway 55 Egan, MN 55121 | Truck Crane Service 2875 Highway 55 Egan, MN 55121 | Trade Debt | | 353,440.63 |
| 2. | Molded Fiberglass Co. 3333 N. Interstate 35 Building #5 Gainesville, TX 76240 | Molded Fiberglass Co. 3333 N. Interstate 35 Building #5 Gainesville, TX 76240 Tel. 940-668-0302 | Trade Debt | | 309,735.00 |
| 3. | Castrol Industrial North America 5331 E. Slauson Blvd. City of Commerce, CA 90040 | Castrol Industrial North America 5331 E. Slauson Blvd. City of Commerce, CA 90040 Tel. 800-590-9855 | Trade Debt | | 239,102.47 |
| 4. | American Airlines P.O. Box 100106 Department 03192-9 Pasadena, CA 91189 | American Airlines P.O. Box 100106 Department 03192-9 Pasadena, CA 91189 | Trade Debt | | 185,546.26 |
| 5. | (Dean Witter) Morgan Stanley 1585 Broadway New York, NY 10036 | Lynne Dierlam (Dean Witter) Morgan Stanley 1585 Broadway New York, NY 10036 Tel. 212-761-4000 Fax: 212-761-0086 | Trade Debt | | 171,00.00 |
| 6. | SEG Gmbh & Co. Kg Krefelder Weg 47 D-47906 Kempen | SEG Gmbh & Co. Kg Krefelder Weg 47 D-47906 Kempen Tel. 4 92152145606 | Trade Debt | | 136,873.96 |
| 7. | Cincinnati Gear Company 5657 Wooster Pike Cincinnati, OH 45227 | David Banks Cincinnati Gear Company 5657 Wooster Pike Cincinnati, OH 45227 Tel. 513-271-7700 | Trade Debt | | 120,195.00 |
| 8. | Crane Services, Inc. 505 Murray Road Albuquerque, NM 87105-0817 | Bob Warianka Crane Services, Inc. 505 Murray Road Albuquerque, NM 87105-0817 Tel. 505-877-1000 | Trade Debt | | 113,800.00 |

| | (1) | (2) | (3) | (4) | (5) |
|-----|---|--|---|---|--|
| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 9. | Blattner Constructors 16733 Country Road P.O. Box 37 Avon, MN 56310 | Charlie Wold Blattner Constructors 16733 Country Road P.O. Box 37 Avon, MN 56310 Tel. 320-356-2303 | Trade Debt | | 104,698.00 |
| 10. | Datastream Systems, Inc. 50 Datastream Plaza Greenville, SC 29605 | Jim Combs Datastream Systems, Inc. 50 Datastream Plaza Greenville, SC 29605 Tel. 800-955-6775 | Trade Debt | | 71,000.00 |
| 11. | Dick Reid Enterprises 522 Carol Lane Midland, TX 79705 | Dick Reid Enterprises 522 Carol Lane Midland, TX 79705 Tel. 915-570-5657 | Trade Debt | | 69,769.59 |
| 12. | Enterprise Rent-A-Car 2903 W. Wall St. Midland, TX 79701-3018 | Enterprise Rent-A-Car 2903 W. Wall St. Midland, TX 79701-3018 | Trade Debt | | 63,791.29 |
| 13. | Vic's Crane Service 3000 145 th St. E Rosemount, MN 55068 | Vic's Crane Service 3000 145 th St. E Rosemount, MN 55068 Tel. 651-423-2317 | Trade Debt | | 58,546.00 |
| 14. | Hertz Equipment Rental P.O. Box 26390 Oklahoma City, OK 73126-0390 | Hertz Equipment Rental P.O. Box 26390 Oklahoma City, OK 73126-0390 | Trade Debt | | 57,336.50 |
| 15. | Dielco Crane, Inc. 5454 Arville Street Las Vegas, NV 89118 | Dielco Crane, Inc. 5454 Arville Street Las Vegas, NV 89118 Tel. 800-283-8833 | Trade Debt | | 56,017.50 |
| 16. | Independent Energy Producers 11121 Street, #380 Sacramento, CA 95814-2823 | Independent Energy Producers 11121 Street, #380 Sacramento, CA 95814-2823 Tel. 916-448-9499 | Trade Debt | | 51,333.00 |
| 17. | Seraphic Systems Group P.O. Box 22500 Bakersfield, CA 93390-2500 | Seraphic Systems Group P.O. Box 22500 Bakersfield, CA 93390-2500 Tel. 661-873-1635 | Trade Debt | | 50,483.00 |

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| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 18. | Reliance Standard Life Insurance Company P.O. Box 8500 (5000) Philadelphia, PA 19178-5000 | Reliance Standard Life Insurance Company P.O. Box 8500 (5000) Philadelphia, PA 19178-5000 Tel. 800-644-1103 | Trade Debt | | 46,679.72 |
| 19. | Ground Engineering 7393 Dahlia Street Commerce City, CO 80022-1834 | Ground Engineering 7393 Dahlia Street Commerce City, CO 80022-1834 Tel. 303-289-1989 | Trade Debt | | 44,500.00 |
| 20. | Jerke Construction Co. 2808 W. 6 th Street Sioux Falls, SD 57104 | Jerke Construction Co. 2808 W. 6 th Street Sioux Falls, SD 57104 Tel. 605-336-9010 | Trade Debt | | 40,722.50 |

ENRON WIND ENERGY SYSTEMS CORP.

| | (1) | (2) | (3) | (4) | (5) |
|----|---|--|---|---|--|
| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 1. | Trinity Structural 2525 Stemmons Freeway Dallas, TX 75702 | John Miller, VP GM Trinity Structural 2525 Stemmons Freeway Dallas, TX 75702 Tel. 214-631-4220 | Trade Debt | | 9,980,550.00 |
| 2. | Molded Fiberglass Co. 9400 Holly Road Adelanto, CA 92301-0370 | Richard Morrison, President & CEO Molded Fiberglass Co. 9400 Holly Road Adelanto, CA 92301-0370 Tel. 760-246-4042 Fax. 440-992-2695 | Trade Debt | | 773,752.00 |
| 3. | Machine Fabriek Handelsweg 6 Ijsselstein 3401me The Netherlands | Mr. DeHoop Machine Fabriek Handelsweg 6 Ijsselstein 3401me The Netherlands Tel. 31306883444 Fax. 31306885098 | Trade Debt | | 447,973.00 |
| 4. | Wesco Distribution, Inc. 3233 Rio Marada Drive Bakersfield, CA 93308 | James Dean Wesco Distribution, Inc. 3233 Rio Marada Drive Bakersfield, CA 93308 Tel. 661-325-2934 Fax. 661-325-2934 | Trade Debt | | 420,120.00 |
| 5. | Thyssen Fundicoes Ltd. Pdalha/N Barra Do Pirai Rio de Janeiro, BRAZIL | Carlos Quentella, Director Eric Ramminger, President Thyssen Fundicoes Ltd. Pdalha/N Barra Do Pirai Rio de Janeiro, BRAZIL Tel. 552454472371 | Trade Debt | | 308,000.00 |
| 6. | Tecsis Tecnologia Rua Moacyr Ozeas Guitti 36 Zona Industrial Sorocaba S.P. 18086-390 BRAZIL | Tecsis Tecnologia Rua Moacyr Ozeas Guitti 36 Zona Industrial Sorocaba S.P. 18086-390 BRAZIL Tel. 55152338600 | Trade Debt | | 291,482.00 |

| | (1) | (2) | (3) | (4) | (5) |
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| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 7. | ABB Control, Inc. 1206 Hatton Road Wichita Falls, TX 76302 | Todd Price ABB Control, Inc. 1206 Hatton Road Wichita Falls, TX 76302 Tel. 949-859-6988 Fax. 949-859-8622 | Trade Debt | | 199,783.00 |
| 8. | BICC General Cable Inc. 19 Bobrick Drive Jackson, TN 38301 | BICC General Cable Inc. 19 Bobrick Drive Jackson, TN 38301 Tel. 731-426-1216 Fax. 731-423-9205 | Trade Debt | | 169,523.00 |
| 9. | Kaydon Corporation P.O. Box 688 Muskegon, MI 49443-0688 | Carl R. Christens, President Bearing Products Group Kaydon Corporation P.O. Box 688 Muskegon, MI 49443-0688 Tel. 803-502-6221 Fax. 231-759-1440 | Trade Debt | | 141,000.00 |
| 10. | Arnold & Porter 555 Twelfth Street, N.W. Washington, D.C. 20004-1202 | Arnold & Porter 555 Twelfth Street, N.W. Washington, D.C. 20004-1202 Tel. 213-243-4000 | Trade Debt | | 96,011.00 |
| 11. | B&B Surplus 7020 Rosedale Highway Bakersfield, CA 93308 | Tom Papasergia B&B Surplus 7020 Rosedale Highway Bakersfield, CA 93308 Tel. 661-589-0381 Fax. 661-589-5508 | Trade Debt | | 95,076.00 |
| 12. | K&M 20645 M-60 East Cassopolis, MI 49031 | Richard Steinbauer, Project Manager K&M 20645 M-60 East Cassopolis, MI 49031 Tel. 616-445-2495 | Trade Debt | | 68,660.00 |
| 13. | Casting Service 300 Philadelphia Street P.O. Box 488 Laporte, IN 46350 | David Neil, President Casting Service 300 Philadelphia Street P.O. Box 488 Laporte, IN 46350 Tel. 219-362-1000 | Trade Debt | | 51,372.00 |

| | (1) | (2) | (3) | (4) | (5) |
|-----|--|--|---|---|--|
| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 14. | Stran Technologies 41 Raytwich Drive Naugatuck, CT 06770 | Jim Stranberg Stran Technologies 41 Raytwich Drive Naugatuck, CT 06770 Tel. 203-729-2572 Fax. 203-729-2689 | Trade Debt | | 43,444.00 |
| 15. | Matrix Composites, Inc. 1356 Commonwealth Drive Henderson, KY 42420 | Matrix Composites, Inc. 1356 Commonwealth Drive Henderson, KY 42420 Tel. 270-827-8820 | Trade Debt | | 39,022.00 |
| 16. | AON Risk Services, Inc. 75 Remittance Drive, Suite 1926 Chicago, IL 60675-1926 | AON Risk Services, Inc. 75 Remittance Drive, Suite 1926 Chicago, IL 60675-1926 Tel. 312-381-4000 | Trade Debt | | 37,108.00 |
| 17. | Andrews Machine Services P.O. Box #1108 1265 E. Goodrick Road Tehachapi, CA 93561 | Andrew Andrews Machine Services P.O. Box #1108 1265 E. Goodrick Road Tehachapi, CA 93561 Tel. 661-822-1909 Fax. 661-822-5548 | Trade Debt | | 27,511.00 |
| 18. | NRG Systems, Inc. P.O. Box 509 110 Commerce St. Hinesburg, VT 05461 | Jon Golia NRG Systems, Inc. P.O. Box 509 110 Commerce St. Hinesburg, VT 05461 Tel. 800-448-9463 Fax. 800-482-2272 | Trade Debt | | 26,000 |
| 19. | DFDS 5959 W. Century Blvd. Suite 1026 Los Angeles, CA 90045 | DFDS 5959 W. Century Blvd. Suite 1026 Los Angeles, CA 90045 Tel. 310-216-4242 | Trade Debt | | 22,569.00 |
| 20. | Watlow Elec. Mfg. Co. 1914 W. Orangewood Ave. Suite #101 Orange, CA 92868 | Watlow Elec. Mfg. Co. 1914 W. Orangewood Ave. Suite #101 Orange, CA 92868 Tel. 714-935-2999 | Trade Debt | | 16,762.00 |

ENRON WIND MAINTENANCE CORP.

| | (1) | (2) | (3) | (4) | (5) |
|-----|---|--|---|---|--|
| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 1. | Not Applicable. | | | | |
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ENRON WIND CONSTRUCTORS CORP.

| | (1) | (2) | (3) | (4) | (5) |
|----|--|--|---|---|--|
| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 1. | Dixie Electric 218 S. Williams Street Odessa, TX 79763 | Dixie Electric 218 S. Williams Street Odessa, TX 79763 Tel. 915-580-9000 | Trade Debt | | 575,415.34 |
| 2. | M.A. Mortensen Company 700 Meadow Lane North Minneapolis, MN 55422 | M.A. Mortensen Company 700 Meadow Lane North Minneapolis, MN 55422 | Trade Debt | | 223,258.80 |
| 3. | Baldwins Industrial 2507 South Beltline Rd. Mesquite, TX 75181 | Baldwins Industrial 2507 South Beltline Rd. Mesquite, TX 75181 Tel. 972-216-7171 | Trade Debt | | 132,142.50 |
| 4. | Tower Enterprises, Inc. DBA Tower 2001 103 Camino Oruga Napa, CA 84559 | Tower Enterprises, Inc. DBA Tower 2001 103 Camino Oruga Napa, CA 84559 Tel. 707-224-4198 | Trade Debt | | 99,312.35 |
| 5. | Crane Services, Inc. 505 Murry Road SE Albuquerque, NM 87105-0817 | Crane Services, Inc. 505 Murry Road SE Albuquerque, NM 87105-0817 Tel. 505-877-1000 | Trade Debt | | 83,423.00 |
| 6. | Mullen Crane & Transport P.O. Box 917 Soda Springs, ID 83276 | Mullen Crane & Transport P.O. Box 917 Soda Springs, ID 83276 Tel. 208-547-4775 | Trade Debt | | 66,974.15 |
| 7. | Substation Engineering 4916 Timber Oaks Dr. Raleigh, NC 27606 | Substation Engineering 4916 Timber Oaks Dr. Raleigh, NC 27606 Tel. 919-859-9115 | Trade Debt | | 55,936.50 |
| 8. | MSE Power Systems, Inc. 255 Washington Ave. Ext. Suite 202 Albany, NY 12205 | MSE Power Systems, Inc. 255 Washington Ave. Ext. Suite 202 Albany, NY 12205 Tel. 518-452-7718 | Trade Debt | | 52,006.00 |
| 9. | AAA Crane Rental, L.P. 173 Old Beaver Grad Rd. Coraopois, PA 15108 | AAA Crane Rental, L.P. 173 Old Beaver Grad Rd. Coraopois, PA 15108 Tel. 412-787-7131 | Trade Debt | | 37,771.94 |

| | (1) | (2) | (3) | (4) | (5) |
|-----|---|--|---|---|--|
| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 10. | West Texas Water Well 3432 W. University Blvd. Odessa, TX 79764 | West Texas Water Well 3432 W. University Blvd. Odessa, TX 79764 Tel. 915-381-2687 | Trade Debt | | 16,325.49 |
| 11. | Hernandez Rentals P.O. Box 551 Fort Stockton, TX 79735 | Hernandez Rentals P.O. Box 551 Fort Stockton, TX 79735 Tel. 915-336-3803 | Trade Debt | | 13,467.58 |
| 12. | Verizon Select Services P.O. Box 101956 Atlanta, GA 30392 | Verizon Select Services P.O. Box 101956 Atlanta, GA 30392 Tel. 610-407-2150 | Trade Debt | | 13,010.22 |
| 13. | Alliant Energy Accounts Receivable 300 Sheridan Avenue Centerville, IA 52544 | Alliant Energy Accounts Receivable 300 Sheridan Avenue Centerville, IA 52544 Tel. 800-822-4348 | Trade Debt | | 11,347.24 |
| 14. | NRG Systems, Inc. 4910 Mayfair Court Bakersfield, CA 93307 | NRG Systems, Inc. 4910 Mayfair Court Bakersfield, CA 93307 | Trade Debt | | 9,813.00 |
| 15. | Eddins-Walcher P.O. Box 972176 Dallas, TX 75937-2176 | Eddins-Walcher P.O. Box 972176 Dallas, TX 75937-2176 Tel. 800-362-9910 | Trade Debt | | 8,057.68 |
| 16. | West Texas Cat 3809 S. FM 1788 P.O. Box 60662 Midland, TX 79711 | West Texas Cat 3809 S. FM 1788 P.O. Box 60662 Midland, TX 79711 Tel. 915-495-3403 | Trade Debt | | 6,778.64 |
| 17. | TCT Inc. P.O. Box 61927 Midland, TX 79711 | TCT Inc. P.O. Box 61927 Midland, TX 79711 Tel. 915-561-8449 | Trade Debt | | 4,077.74 |
| 18. | Crest Precast Inc. 609 Kistler Drive La Crescent, MN 55947 | Crest Precast Inc. 609 Kistler Drive La Crescent, MN 55947 Tel. 507-895-2342 | Trade Debt | | 4,000.00 |
| 19. | Wilson Ranch Estate 619 W. Texas, Suite 400 Midland, TX 79701 | Wilson Ranch Estate 619 W. Texas, Suite 400 Midland, TX 79701 | Trade Debt | | 3,960.00 |

| | (1) | (2) | (3) | (4) | (5) |
|-----|--|--|---|---|--|
| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 20. | Engineered Substation 1131 SE 2 nd Ave. Canby, OR 97013 | Engineered Substation 1131 SE 2 nd Ave. Canby, OR 97013 Tel. 503-266-7173 | Trade Debt | | 2,750.00 |

EREC SUBSIDIARY I, LLC

| | (1) | (2) | (3) | (4) | (5) |
|-----|---|--|---|---|--|
| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 1. | Not Applicable. | | | | |
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EREC SUBSIDIARY II, LLC

| | (1) | (2) | (3) | (4) | (5) |
|-----|---|--|---|---|--|
| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 1. | Not Applicable. | | | | |
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EREC SUBSIDIARY III, LLC

| | (1) | (2) | (3) | (4) | (5) |
|-----|---|--|---|---|--|
| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 1. | Not Applicable. | | | | |
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EREC SUBSIDIARY IV, LLC

| | (1) | (2) | (3) | (4) | (5) |
|-----|---|--|---|---|--|
| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 1. | Not Applicable. | | | | |
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EREC SUBSIDIARY V, LLC

| | (1) | (2) | (3) | (4) | (5) |
|-----|---|--|---|---|--|
| | <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> | <i>Amount of claim [if secured also state value of security]</i> |
| 1. | Not Applicable. | | | | |
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SCHEDULE 2

CREDITORS HOLDING FIVE LARGEST SECURED CLAIMS¹

The list does not include persons who come within the definition of “insider” set forth in 11 U.S.C. § 101.

The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor.

This list reflects amounts as of February 7, 2002.

| Creditor's name and mailing address including zip code | Co-Debtor | Husband, Wife or joint community | Date claim was incurred, nature of lien, and description and estimated value of collateral securing claim | Contingent | Unliquidated | Disputed | Amount of claim without deducting value of collateral | Unsecured portion, if any |
|--|-----------|----------------------------------|---|------------|--------------|----------|---|---------------------------|
| Not Applicable | | | | | | | | |

¹ Includes secured creditors, other than contingent creditors.

SCHEDULE 3

**NUMBER AND CLASSES OF SHARES OF
STOCK, DEBENTURES, AND OTHER SECURITIES
OF THE ENRON WIND DEBTORS THAT ARE PUBLICLY HELD,
AND THE NUMBER OF REGISTERED HOLDERS THEREOF, LISTING
SEPARATELY THOSE SECURITIES HELD BY EACH OF THE ENRON WIND
DEBTORS' OFFICERS AND DIRECTORS AND THE AMOUNTS SO HELD**

| Type of Security | Number of Shares | Number of Registered Holders | As of Date |
|-------------------------|-------------------------|---|-------------------|
| Not Applicable | Not Applicable | Not Applicable | Not Applicable |

| Name of Officer or Director | Number of Shares Owned | As of Date |
|------------------------------------|-------------------------------|-------------------|
| Not Applicable | Not Applicable | Not Applicable |

SCHEDULE 4

**PROPERTY OF THE ENRON WIND DEBTORS THAT IS IN THE
POSSESSION OR CUSTODY OF ANY CUSTODIAN, PUBLIC
OFFICER, MORTGAGEE, PLEDGEE, ASSIGNEE OF RENTS
OR SECURED CREDITOR OR AGENT FOR ANY SUCH ENTITY**

| Custodian | Address | Description of Property |
|------------------|--|---|
| Enron Corp. | 1400 Smith Street Houston, TX 77002 | Citibank escrow account containing proceeds from sale of Indian Mesa project |

SCHEDULE 5

PREMISES OWNED, LEASED, OR HELD UNDER OTHER ARRANGEMENT FROM WHICH THE ENRON WIND DEBTORS OPERATE THEIR BUSINESSES

1. Main Building, 13000 Jameson Road, Tehachapi, CA 93561
2. Manufacturing Building, 13681 Chantico Road, Tehachapi, CA 93561
3. Los Angeles Office, 444 S. Flower Street, Suite 4545, Los Angeles, CA 90071
4. Enron Building, 1400 Smith Street, Houston, Texas, 77002
5. Operation and Maintenance Facility Sites
 - Cabazon & Green Power
4 miles along dirt road from the corner of Bonita & Elm
Cabazon, CA 92230
 - Cedar Falls
104 West Call
Algona, IA 50511
 - CSW
819 West San Antonio
Marfa, TX 79843
 - Delaware Mountain
Box 338
Guadalupe, Route
Salt Flat, TX 79847
 - Fenner
5508 Bellinger Road
Cazenovia, NY 13035
 - Green Mountain Power
528 Sleepy Hollow Road
Searsburg, VT 05363

- Indian Mesa/Clear Sky
8135 Hwy 190
Iran, TX 79744
- Klondike
98536 Klondike Lane
Wasco, OR 97065
- Lake Benton I
Hwy 14 West
Lake Benton, MN 56149
- Lake Benton II
150 Evans Street
Ruthton, MN 56170
- Mesa
11001 White Water Canyon Road
North Palm Springs, CA 92258
- Mill Run
4309 Kingwood Road, Suite 1
Rockwood, PA 15557
- Montfort
¼ mile on Anderson Lane
South on Hwy 18
Cobb, WI 53526
- NSP
374 North Pine
Ainsworth, NE 69210
- Painted Hills
60105 Westside Drive
North Palm Springs, CA 92258
- Altamont
10619 Altamont Pass Road
Livermore, CA 94550
- Somerset
5320 50th Avenue
Alta, IA 51002

- Trent Mesa
1423 County Road 131
Hwy 83, Adrian Road Exit 255
Trent, TX 79561

SCHEDULE 6

LOCATION OF THE ENRON WIND DEBTORS' SUBSTANTIAL ASSETS IN THE UNITED STATES, AND THE NATURE, LOCATION, AND VALUE OF ANY ASSETS HELD BY THE ENRON WIND DEBTORS OUTSIDE THE TERRITORIAL LIMITS OF THE UNITED STATES

| COMPANY | ASSETS |
|---------------------------------|---|
| Enron Wind Corp. | <p>Personal property, including equity securities</p> <p>13000 Jameson Road, Tehachapi, CA 93561</p> <p>Citibank escrow account consisting of the proceeds of the sale of the Indian Mesa project for the benefit of Enron Wind Corp. (c/o Enron Corp.)</p> <p>United California Bank Lara Roma 785 Tucker Road Tehachapi, CA 93561</p> <p>Operating Bank Account #0028-12454</p> <p>SCE Revenue Bank Account #0024-12456</p> <p>Payroll Bank Account #0020-15554</p> |
| Enron Wind Energy Systems Corp. | <p>Personal property, including equity securities and raw materials</p> <p>13881 Chantico Road, Tehachapi, CA 93561</p> <p>Operating Bank Account: United California Bank Lara Roma 785 Tucker Road Tehachapi, CA 93561</p> |

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| | Account #0023-17830 |
| Enron Wind Constructors Corp. | <p>Personal property, including equity securities and construction materials</p> <p>13000 Jameson Road, Tehachapi, CA 93561</p> <p>Operating Bank Account: United California Bank Lara Roma 785 Tucker Road Tehachapi, CA 93561 Accounts #0028-12471, 0020-16557</p> |
| Enron Wind Maintenance Corp. | <p>Personal property, including equity securities and raw materials</p> <p>13000 Jameson Road, Tehachapi, CA 93561</p> <p>Operating Bank Account: United California Bank Lara Roma 785 Tucker Road Tehachapi, CA 93561 Account #0024-15082</p> |
| Enron Wind Systems, Inc. | <p>Personal property, including equity securities and real property interests</p> <p>13000 Jameson Road, Tehachapi, CA 93561</p> |

SCHEDULE 7

THE ENRON WIND DEBTORS' EXISTING SENIOR MANAGEMENT, THEIR TENURE WITH THE ENRON WIND DEBTORS, AND A SUMMARY OF THEIR RELEVANT RESPONSIBILITIES AND EXPERIENCE

| Name/Position | Summary of Responsibilities and Experience |
|--|---|
| Stanley C. Horton, Chairman | Stanley (Stan) C. Horton is Chairman and Chief Executive Officer of Enron Global Services (EGS), which includes the pipeline businesses of Enron Transportation Services. Mr. Horton has been with Enron, in various capacities, since 1973, and has held his current position since September 2001. From 1997-2001, he was the chairman and CEO of Enron Transportation Services. Mr. Horton received a bachelor's degree from the University of Central Florida and a master's degree from Rollins College. |
| Adam S. Umanoff, President and Chief Executive Officer | Mr. Umanoff has been with the Enron Wind Debtors since 1994. Mr. Umanoff was formerly the Managing Director of Enron Wind's U.S. businesses, and prior to that, he was General Counsel for Enron Wind Corp. Before joining the Enron Wind Debtors, Mr. Umanoff was an attorney at Morrison and Foerster. |
| D. Michael Westbeld, Treasurer;VP | Mr. Westbeld has been with the Enron Wind Debtors since 1983. |
| Eric P. Newell, VP and General Counsel | Mr. Newell is the general counsel for the Enron Wind Debtors. He is familiar with the Enron Wind Debtors' major vendor contracts and outstanding contingent claims. He has been with the Enron Wind Debtors since 1997. |
| Herbert Peels, VP | Mr. Peels has been with the Enron Wind Debtors since 1997. He leads Enron Wind Europe, and is therefore familiar with all of the Enron Wind Debtors' European vendors delivering product into the United States. |
| Andreas H. Reuter, VP | Mr. Reuter has been with the Enron Wind Debtors since 1998. He leads engineering for all of Enron Wind Corp. |
| Robert H. Gates, Senior VP | Mr. Gates has been with the Enron Wind Debtors since 1981. He is responsible for new sales and wind farm development. In addition, he has long term relationships with many of the Enron Wind Debtors' customers. |
| Michael A. Miller, VP | Mr. Miller is in charge of project management under the Enron Wind Debtors' sale contracts. He is familiar with the Enron Wind Debtors' customers and many of their sub-contractors. He has been with the Enron Wind Debtors since |

| | |
|--------------------------|---|
| | 1999. |
| Robert Rugh, VP | Mr. Rugh has been with the Enron Wind Debtors since 1997. As the responsible officer for United States manufacturing and procurement, Mr. Rugh is familiar with all of the Enron Wind Debtors' United States vendors. |
| Benjamin F. Bell, VP | Mr. Bell is responsible for the Enron Wind Debtors' operation and maintenance services. He has ongoing relationships with the Enron Wind Debtors' customers and operations and maintenance suppliers. He has been with the Enron Wind Debtors since 1996. |
| Craig L. Christenson, VP | Mr. Christenson has been a VP of the Enron Wind Debtors since 1994. He leads engineering in the United States. |

SCHEDULE 8

**CERTAIN AMOUNTS PROPOSED TO BE
PAID BY THE ENRON WIND DEBTORS FOR SERVICES OF OFFICERS,
DIRECTORS, STOCKHOLDERS OR FINANCIAL CONSULTANTS
FOR THE 30-DAY PERIOD FOLLOWING THE WIND PETITION DATE**

| Payments to Officers, Directors and Stockholders | Payments to Financial Consultants |
|---|--|
| \$188,864.00 | Not Applicable |

SCHEDULE 9

**THE ENRON WIND DEBTORS'
ESTIMATED CASH DISBURSEMENTS AND RECEIPTS
FOR THE 30-DAY PERIOD FOLLOWING THE WIND PETITION DATE**

| Estimated Cash Receipts | Estimated Cash Disbursements | Estimated Net Cash Gain (Use) |
|---|---|---|
| Not available at this time, will be provided at a later date. | Not available at this time, will be provided at a later date. | Not available at this time, will be provided at a later date. |